

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

-----X
In re
Delphi Corporation
:
Chapter 11 Case
Case No. 05-44481 (RDD)
(Jointly Administered)
:
Debtors.
:
-----X

**NOTICE OF TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)**

1. **TO:** **SIERRA INTERNATIONAL INC. ("Transferor")**
155 South Limerick Road
Limerick, PA 19468-1699

2. Please take notice of the transfer of \$5,849.70 of your claim represented by the Proof of Claim a copy of the first page of which is attached hereto, together with all applicable interest, fees and expenses related thereto (the "Transferred Claim") to:

BEAR STEARNS INVESTMENT PRODUCTS INC. ("Transferee")
383 Madison Ave.
New York, NY 10179
Attention: Laura L. Torrado

3. No action is required if you do not object to the transfer of the Transferred Claim as described above. **IF YOU OBJECT TO THE TRANSFER OF THE TRANSFERRED CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER with:**

Clerk of the Court
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE**

- - Refer to **INTERNAL CONTROL NO.** _____ in your objection.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

Clerk of the Court

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on _____ 2006.

INTERNAL CONTROL NO. _____

Copy Claims Agent:

Transferee:

Debtor's Attorney:

[ATTACH EVIDENCE OF TRANSFER]

EVIDENCE OF TRANSFER OF CLAIM

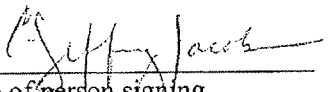
TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, SIERRA INTERNATIONAL INC. ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to BEAR STEARNS INVESTMENT PRODUCTS INC. ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) in the amount of \$5,849.70 against Delphi Automotive Systems LLC and/or Delphi Corporation or any of its subsidiaries or affiliates, et al. (the "Debtor"), Chapter 11 Case Nos. 05-44481 (Jointly Administered), United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS
EXECUTED THIS 28 day of February 2006.

SIERRA INTERNATIONAL INC.

By: 
Name of person signing _____
Title of person signing _____

**BEAR STEARNS INVESTMENT PRODUCTS
INC.**

By: _____
Name: _____
Title: _____

B10 (Official Form 10) (4/04)

UNITED STATES BANKRUPTCY COURT _____		SOUTHERN DISTRICT OF NEW YORK	PROOF OF CLAIM
Name of Debtor: Delphi Corporation		Case Number: 05-44481	
<p>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</p>			
Name of Creditor (The person or entity to whom the debtor owes money or property) Sierra International Inc. 155 South Limerick Road Limerick, PA 19468-1699		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and addresses where notices should be sent: Bonnie MacDougal Kistler, Esquire Pepper Hamilton LLP 3000 Two Logan Square Eighteenth & Arch Streets Philadelphia, PA 19103-2799 Telephone Number: (215) 981-4000			
Daniel V. Logue Assistant General Counsel 155 South Limerick Road Limerick, PA 19468-1699			
Account or other number by which creditor identifies debtor: 3099501		Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____	
<p>1. Basis for Claim</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ </div> <div style="width: 50%;"> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ <div style="text-align: center;">(date) (date)</div> </div> </div>			
2. Date debt was incurred: See Attached		3. If court judgment, date obtained:	
4. Total Amount of Claim at Time Case Filed: <u>\$ 5,849.70</u> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			
5. SECURED CLAIM. <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral: Reclamation Goods. See Attached. <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: <u>\$ 629.00</u> Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		7. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: _____ <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,925)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507(a)(3) <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507(a)(6) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. §507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507(a) ____ * Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
6. Unsecured Nonpriority Claim \$ 5,220.70 <input checked="" type="checkbox"/> Check this box if a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part or your claim is entitled to priority. See Attached.			
8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. See Attached. 10. Date - Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		THIS SPACE FOR COURT USE ONLY	
Date: <u>January 25, 2005</u> Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): By: <u>[Signature]</u> <u>Ch. Attorney General</u>			
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§152 and 3571.			

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION,

Chapter 11

Case No. 05-44481

Debtor.

**ADDENDUM TO PROOF OF CLAIM OF SIERRA INTERNATIONAL
AGAINST DELPHI CORPORATION**

As of October 8, 2005 (the "Petition Date"), an entity or entities doing business under or otherwise known by the names "Delphi" and "Delphi Automotive Systems" ("Customer") was indebted to Sierra International ("Claimant") in the total sum of **\$5,849.70** (the "Indebtedness") for goods sold and delivered by Claimant to Customer. The invoices evidencing the Indebtedness are attached to this Addendum as Exhibit A.¹

Because the Customer held itself out to Claimant under a variety of names, Claimant is unable—and should not be required—to speculate as to the correct corporate identity of the Customer. Accordingly, Claimant files this proof of claim against Delphi Corporation (the "Debtor") and in the alternative, Claimant is also filing proofs of claim for the Indebtedness against Delphi Automotive Systems, LLC and other debtors in these jointly administered Chapter 11 cases. Claimant reserves the right to amend this proof of claim if and when any better or different information emerges as to the exact corporate identity of the Customer.

This claim is secured to the extent of the value of Claimant's vendor's lien and/or reclamation rights. On October 10, 2005, Claimant delivered written demand upon the Debtor, pursuant to §546(c) of the United States Bankruptcy Code (the "Reclamation Claim") seeking

¹ The invoices are too voluminous to attach, but copies will be provided upon request.

the return of all products sold by Claimant on credit to Debtor and received by Debtor within the ten days prior to the Petition Date (the "Reclamation Demand"). A true and correct copy of the Reclamation Demand is also attached hereto. The total of the invoices comprising the Reclamation Claim is \$629.00. This portion of Claimant's claim is secured by operation of state law vendor's lien and/or reclamation rights and by virtue of the provisions of §546(c)(2)(B) of the Bankruptcy Code.

Alternatively, Claimant asserts administrative priority for its Reclamation Claim in accordance with section 546(c)(2)(A) of the Bankruptcy Code.

To the extent, if any, that this claim is held not to qualify for treatment as a secured claim and/or an administrative claim as set forth above, then any such portion of this claim shall be deemed a general unsecured claim.

In addition to any other claims expressly asserted herein, Claimant asserts a claim hereunder for any other liabilities that the Debtor may owe to Claimant arising under the commercial relationship described above, which will be identified specifically if and when additional facts become known.

Claimant reserves the right to dispute, contest or otherwise object to any amounts that Debtor may claim from Claimant arising out of any and all accounts, contracts or commercial relationships, and to the extent that Debtor may establish Claimant's liability for any such amounts, Claimant reserves its rights to setoff and/or recoupment to the extent available under applicable law.

This proof of claim is submitted without prejudice to and with full reservation of (1) the right of Claimant to have final orders in non-core matters entered only after *de novo* review by a district court; (2) the right of Claimant to trial by jury in any proceeding so triable in

this case or any case, controversy or proceeding related to this case; (3) the right of Claimant to have the district court withdraw the reference in any matter subject to mandatory or discretionary withdrawal; or (4) any other rights, claims, actions, defenses, setoffs, or recoupments to which Claimant is or may be entitled under agreements in law, in equity, or otherwise, all of which rights, claims, actions, defenses, setoffs, recoupments Claimant expressly reserves.

Claimant also reserves the right to amend, modify or supplement this proof of claim as to nature, amount or otherwise.

REMIT TO:

Teleflex® INCORPORATED

P. O. BOX 8500-6865
PHILADELPHIA, PA 19178-6865
PHONE: 610-495-7011
FAX: 610-495-2071

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DATE: 10/17/05	INVOICE NUMBER: 0326299
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BILL-TO: 3099501	SHIP-TO: 9025859
DELPHI AUTOMOTIVE SYSTEMS	DELPHI AUTOMOTIVE SYSTEMS
ATTN: PAT RYAN	COMBINED WAREHOUSES
48 WALTER JONES RD	48 WALTERS JONES BLVD
EL PASO, TX	EL PASO, TX
79906	79906
INVOICE DATE: 04/05/05	SHIPMENT DATE: 04/04/05
FISCAL PERIOD: 0405	SHIPPED VIA:
P.O. NO.: P4420082	BILL OF LADING:
APPLY TO DOCUMENT: SP05-38357	ORIGINAL BALANCE: 2516.00
TERMS: NET 30	OPEN BALANCE: 2516.00
SHIPMENT ID NUMBER:	DISPUTED AMT: .00
STATUS: OPEN	TYPE: REGULAR
REMIT-TO CODE: NONE	
DISPLAY LINE ITEMS (Y)? *	

LN	PRODUCT NUMBER	REMARKS	QTY SHPD	QTY BCKORD	UNIT PRICE	EXTENSION
1	MP41046SR	1Z79E9520311783865	400	0	6.290	2516.00
901	HANDLING CHARGE	1Z79E9520311783865	1	0	.000	.00
TOTAL:						2516.00

REMIT TO:

Teleflex® INCORPORATED

P. O. BOX 8500-6865
PHILADELPHIA, PA 19178-6865
PHONE: 610-495-7011
FAX: 610-495-2071

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DATE: 10/17/05                                INVOICE NUMBER: 169067887
=====
BILL-TO: 3099501                               SHIP-TO: 9025859
DELPHI AUTOMOTIVE SYSTEMS                     DELPHI AUTOMOTIVE SYSTEMS
ATTN: PAT RYAN                                COMBINED WAREHOUSES
48 WALTER JONES RD                            48 WALTERS JONES BLVD

EL PASO, TX                                   EL PASO, TX
79906                                         79906

INVOICE DATE: 07/10/05                       SHIPMENT DATE: 07/08/05
FISCAL PERIOD: 0705                           SHIPPED VIA:
P.O. NO.: PED4420082                         BILL OF LADING:
APPLY TO DOCUMENT: CO05-70778                ORIGINAL BALANCE: 188.70
TERMS: NET 30                                OPEN BALANCE: 188.70
SHIPMENT ID NUMBER:                          DISPUTED AMT: .00
STATUS: OPEN                                 TYPE: REGULAR
REMIT-TO CODE: NONE
DISPLAY LINE ITEMS (Y)? *
  
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LN	PRODUCT NUMBER	REMARKS	QTY SHPD	QTY BCKORD	UNIT PRICE	EXTENSION
1	MP41046SR	1Z79E9520311992282	30	0	6.290	188.70
901	HANDLING CHARGE	1Z79E9520311992282	1	0	.000	.00
TOTAL:						188.70

REMIT TO:

Teleflex® INCORPORATED

P. O. BOX 8500-6865
PHILADELPHIA, PA 19178-6865
PHONE: 610-495-7011
FAX: 610-495-2071

INVOICE NUMBER: 169086862

DATE: 10/17/05

BILL-TO: 3099501
DELPHI AUTOMOTIVE SYSTEMS
ATTN: PAT RYAN
48 WALTER JONES RD
EL PASO, TX
79906

SHIP-TO: 9025859
DELPHI AUTOMOTIVE SYSTEMS
COMBINED WAREHOUSES
48 WALTERS JONES BLVD
EL PASO, TX
79906

INVOICE DATE: 09/07/05
FISCAL PERIOD: 0905
P.O. NO.: P4420082
APPLY TO DOCUMENT: CO05-13560
TERMS: NET 30
SHIPMENT ID NUMBER:
STATUS: OPEN
REMIT-TO CODE: NONE
DISPLAY LINE ITEMS (Y)? *

SHIPMENT DATE: 09/07/05
SHIPPED VIA:
BILL OF LADING: 1258.00
ORIGINAL BALANCE: 1258.00
OPEN BALANCE: .00
DISPUTED AMT: REGULAR
TYPE:

LN	PRODUCT NUMBER	REMARKS	QTY SHPD	QTY BCKORD	UNIT PRICE	EXTENSION
1	MP41046SR	1Z79E9520312176877	200	0	6.290	1258.00
901	HANDLING CHARGE	1Z79E9520312176877	1	0	.000	.00
TOTAL:						1258.00

REMIT TO:

Teleflex® INCORPORATED

P. O. BOX 8500-6865
PHILADELPHIA, PA 19178-6865
PHONE: 610-495-7011
FAX: 610-495-2071

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INVOICE NUMBER: 169088516
=====
DATE: 10/17/05
=====
BILL-TO: 3099501 | SHIP-TO: 9025859
DELPHI AUTOMOTIVE SYSTEMS | DELPHI AUTOMOTIVE SYSTEMS
ATTN: PAT RYAN | COMBINED WAREHOUSES
48 WALTER JONES RD | 48 WALTERS JONES BLVD
|
EL PASO, TX | EL PASO, TX
79906 | 79906
|
INVOICE DATE: 09/13/05 | SHIPMENT DATE: 09/13/05
FISCAL PERIOD: 0905 | SHIPPED VIA:
P.O. NO.: P4420082 | BILL OF LADING:
APPLY TO DOCUMENT: SD05-15932 | ORIGINAL BALANCE: 1258.00
TERMS: NET 30 | OPEN BALANCE: 1258.00
SHIPMENT ID NUMBER: | DISPUTED AMT: .00
STATUS: OPEN | TYPE: REGULAR
REMIT-TO CODE: NONE |
DISPLAY LINE ITEMS (Y)? *
  
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LN	PRODUCT NUMBER	REMARKS	QTY SHPD	QTY BCKORD	UNIT PRICE	EXTENSION
1	MP41046SR		200	0	6.290	1258.00
901	HANDLING CHARGE		1	0	.000	.00
TOTAL:						1258.00

INVOICE NUMBER: 169093466

DATE: 10/10/05

BILL-TO: 3099501
DELPHI AUTOMOTIVE SYSTEMS
ATTN: PAT RYAN
48 WALTER JONES RD

SHIP-TO: 9025859
DELPHI AUTOMOTIVE SYSTEMS
COMBINED WAREHOUSES
48 WALTERS JONES BLVD

EL PASO, TX
79906

EL PASO, TX
79906

INVOICE DATE:	10/03/05	SHIPMENT DATE:	10/03/05
FISCAL PERIOD:	1005	SHIPPED VIA:	
P.O. NO.: P4420082		BILL OF LADING:	629.00
APPLY TO DOCUMENT:	CO05-21568	ORIGINAL BALANCE:	629.00
TERMS: NET 30		OPEN BALANCE:	.00
SHIPMENT ID NUMBER:		DISPUTED AMT:	REGULAR
STATUS:	OPEN	TYPE:	
REMIT-TO CODE:	NONE		
DISPLAY LINE ITEMS (Y)?	*		

LN	PRODUCT NUMBER	REMARKS	QTY SHPD	QTY BCKORD	UNIT PRICE	EXTENSION
1	MP41046SR	1Z79E9520312241911	100	0	6.290	629.00
901	HANDLING CHARGE	1Z79E9520312241911	1	0	.000	.00
TOTAL:						629.00

SIERRA INTERNATIONAL
PO BOX 8500-6865
PHILADELPHIA, PA 19178-6865
P 610-495-7011
F 610-495-2071